Ref: STEX/SECT/2017
July 14, 2017

The Relationship Manager BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 001 BSE Scrip Code: **500480**	National Stock Exchange of India Limited Exchange Plaza, 5th Floor Plot No. C/1, G Block, Bandra – Kurla Complex Bandra (East) Mumbai 400 051 NSE Symbol: **CUMMINSIND**

Sub.: Notice of Annual General Meeting ('AGM') of the Members of Cummins India Ltd. ('the Company') and information related to E-voting facility, Record Date and Book Closure.

Dear Sirs,

This is to inform you that Fifty Sixth (56th) Annual General Meeting of the Members of the Company will be held on Thursday, August 3, 2017 at 12:00 Noon (IST) at the Multifunctional Hall, Cummins India Office Campus, Survey No. 21, Balewadi, Pune – 411 045.

The AGM Notice containing the business to be transacted at the Meeting is attached for your reference and record.

As per Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ('e-voting'). The instructions for e-voting are mentioned in the annexed Notice.

Further the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 29, 2017 to Thursday, August 3, 2017 (both days inclusive).

The Company has fixed Friday, July 28, 2017 as the "Record Date" for the purpose of determining the members eligibility to receive dividend recommended by the Board of Directors for the Financial Year 2016-17.

Kindly take this intimation on your record.

Thanking you, we are,
Yours truly,
For Cummins India Limited,

K. Venkata Ramana
Group Vice President – Legal & Company Secretary

Encl: as above

Cummins India Limited
Registered Office
Cummins India Office Campus
Tower A, 5th Floor, Survey No. 21, Balewadi
Pune 411 045 Maharashtra, India
Phone +91 20 67067000
Fax +91 20 67067015
cumminsindia.com
cil.investors@notes.cummins.com CIN : L29112PN1962PLC012276

Cummins India Limited

Registered Office: Cummins India Office Campus, Tower A, 5th Floor,
Survey no. 21, Balewadi, Pune 411 045
(CIN : L29112PN1962PLC012276)
Telephone : 020 67067000 Fax : 020 67067015
Website : www.cumminsindia.com
E-mail : cil.investors@notes.cummins.com

NOTICE OF THE MEETING

To

The Members of Cummins India Limited

NOTICE is hereby given that the Fifty-Sixth Annual General Meeting of Cummins India Limited will be held at the Multifunctional Hall, Cummins India Office Campus, Survey No. 21, Balewadi, Pune - 411 045 on Thursday, the 3rd day of August, 2017, at 12:00 noon, to transact the following business:

1. To consider and adopt the audited standalone financial statements of the Company for the Financial Year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.

2. To consider and adopt the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2017 and the report of the Auditors thereon.

3. To declare final dividend on equity shares and to ratify the interim dividend declared by the Board of Directors.

4. To appoint a Director in place of Ms. Suzanne Wells (DIN: 06954891), who retires by rotation and being eligible, offers herself for re-appointment.

5. To ratify the appointment of Auditors of the Company.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the recommendation of Audit and Risk Management Committee and the Board of Directors and pursuant to the approval of the Members at the 55th Annual General Meeting of the Company, the Company hereby ratifies appointment of M/s. S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E), as the Auditors of the Company to hold office until the conclusion of the 57th Annual General Meeting of the Company, at a remuneration to be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

6. To appoint Mr. Norbert Nusterer as a Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Norbert Nusterer (DIN: 07640359), who was appointed as an Additional Director by the Board of Directors of the Company on October 26, 2016 pursuant to Article 110 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting as per Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice along with the requisite deposit from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

7. To ratify remuneration payable to the Cost Auditors, M/s. Ajay Joshi & Associates for the Financial Year 2017-18

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration not exceeding ₹ 950,000/- (Rupees Nine Lacs Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to the Cost Auditor, M/s. Ajay Joshi and Associates, Cost Accountants, for the year ending March 31, 2018, as recommended by the Audit and Risk Management Committee and approved by the Board of Directors be and is hereby ratified."

8. To consider the material related party transaction with Cummins Limited, UK

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that approval of the Company be and is hereby accorded in respect of material related party transaction(s) for sale of internal combustion engines and their parts and accessories by the Company to Cummins Limited, UK in the ordinary course of business and at arm's length basis for a consideration estimated at ₹ 120,000 Lacs for the Financial Year 2017-18."

9. To consider the material related party transaction with Tata Cummins Private Limited

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that approval of the Company be and is hereby accorded in respect of material related party transaction(s) for purchase of B and L series internal combustion engines and their parts and accessories by the Company from Tata Cummins Private Limited in the ordinary course of business and at arm's length basis for a consideration estimated at ₹ 125,000 Lacs for the Financial Year 2017-18."

10. To consider payment of commission to the Independent Non-Executive Directors of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of the Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Sections 197, 198 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the payment of commission, in addition to the sitting fees for attending the meetings of the Board of Directors or Committees thereof, not exceeding in aggregate one percent (1%) of the net profits of the Company for each Financial Year computed in accordance with Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof to the Independent Non-Executive Directors of the Company.

RESOLVED FURTHER that the Board of Directors of the Company, subject to the recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to determine the amount and terms of payment of the commission to the Independent Non-Executive Directors.

RESOLVED FURTHER that the Board of Directors of the Company or Committee(s) thereunder be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board,
For Cummins India Limited,

K. Venkata Ramana
Group Vice President - Legal & Company Secretary
Membership No. : FCS4138

Place : Pune
Date : June 29, 2017

NOTES:

a. The additional information pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Item Nos. 4 to 6 and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of Special Business at Item Nos. 7 to 10 of the Notice set out above is annexed hereto.

b. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

c. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 29, 2017 to Thursday, August 3, 2017 (both days inclusive). If the final dividend as recommended by the Board of Directors is declared at the ensuing Annual General Meeting of the Shareholders of the Company, payment of such dividend will be made to those Shareholders whose names appear on the Register of Members and records of the Depositories respectively, as at the end of business hours on Friday, July 28, 2017.

d. Dividend will be preferably paid through National Electronic Clearing Services (NECS), under separate intimation to the Members, wherever the facility is available. In other cases, dividend will be paid by account payee or non-negotiable banking instruments. To ensure timely payment of dividend, the Members are requested to update their respective bank account details either with the Depository Participant or Registrar and Transfer Agent, from time to time.

e. Members requiring information on the audited financial statement for the year ended March 31, 2017 are requested to write to the Company at least seven (7) days before the date of the meeting to enable the Company to furnish the information.

f. The Company has appointed Link Intime India Private Limited, Mumbai as its Registrar and Transfer Agent. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, payment of dividend, etc. will be attended to and processed at the office of the Registrar and Transfer Agent at the following address:-

Link Intime India Private Limited
Unit: Cummins India Limited
C-101, 1st Floor, 247 Park
L.B.S. Marg, Vikhroli (West)
Mumbai 400083, Maharashtra
Phone No.: (022) 49186270
Fax No.: (022) 49186060
Contact Person: Mr. Ishwar Suvarna
E-mail: ishwar.suvarna@linkintime.co.in / rnt.helpdesk@linkintime.co.in

g. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to Sections 205A, 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed / unpaid dividend, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, were required to be transferred to the IEPF. Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), both of which were applicable with effect from September 7, 2016, also contain similar provisions for transfer of such amounts to the IEPF. Accordingly, all unclaimed / unpaid dividend remaining unclaimed / unpaid for a period of seven (7) years from the

date they became due for payment, have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the Company for the amounts so transferred.

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid / unclaimed for seven (7) consecutive years or more are required to be transferred to an IEPF Demat Account.

The Company has already sent notices to all the members, whose dividends are lying unpaid / unclaimed against their name for seven (7) consecutive years or more. The Company is taking necessary steps to transfer shares to IEPF as and when the detailed procedure and mechanism is published by the Government. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

h. Unclaimed dividends for the Financial Years 2009-10 and 2010-11 can be claimed from the Company by completing the requisite formalities. To claim final dividend for the Financial Year 2009-10 and interim dividend for the Financial Year 2010-11, the requisite formalities are required to be completed prior to September 10, 2017 and February 5, 2018 respectively. Thereafter, the unclaimed dividend for the said years are liable to be transferred to the Investor Education and Protection Fund established by the Central Government as per Section 125 of the Act. For details on unclaimed dividend(s), the Members are requested to write to Link Intime India Private Limited, Mumbai at the above address.

i. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.

j. Pursuant to Section 72 of the Companies Act, 2013, Shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

k. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

l. Members/ Proxies/ Representatives are requested to bring the attendance slip enclosed to the Notice for attending the meeting.

m. The Company had on February 10, 1987, sub-divided each Equity Share of the face value of ₹ 100/- each into ten Equity Shares of the face value of ₹ 10/- each. Subsequently, on December 4, 2000, the Company sub-divided each Equity Share of the face value of ₹ 10/- each into five Equity Shares of the face value of ₹ 2/- each. The Company has in the past sent reminders to those Members who have not claimed new certificates for sub-divided Shares of the face value of ₹ 2/- each. Members who have not so far surrendered their old certificates in exchange for new certificates for sub-divided Shares of the face value of ₹ 2/- each, are requested to do so immediately.

n. The Company on September 26, 2011, allotted Bonus Shares in the ratio of 2:5. Members holding shares in physical form, to whom shares certificates were sent by post and were returned unclaimed by postal authorities, are requested to contact the Registrar and Transfer Agent of the Company immediately.

o. The Company encourages Members to intimate / update their e-mail addresses to receive the Annual Report and other communication electronically in support of the "Go Green" initiative of the Ministry of Corporate Affairs (MCA). Members may intimate / update their e-mail address by sending a mail to cumminsgogreen@linkintime.co.in with their name and folio details. Members holding shares in demat may please update their e-mail addresses with the respective depository participant. The Company will send all communication including the Annual Report via e-mail to the Members who have provided their e-mail addresses to the Company / Depositories. A copy of the Annual Report will be available on the Company's website www.cumminsindia.com. A printed copy of the Report will be furnished free of cost upon receipt of a request for the same.

p. The relevant documents as referred to in Item Nos. 6 to 10 of the Notice and the Explanatory Statement attached hereto will be kept open for inspection by the Members at the Registered Office of the Company on any working day (Monday to Friday) between 10.00 a.m. to 12.00 noon.

q. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Act and Rule 20 & Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Members the electronic facility to exercise their right to vote at the Annual General Meeting (AGM). The business at the AGM may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility, and a Member may avail of the facility at his/her/it's discretion, subject to compliance with the instructions prescribed below:

i) The e-voting period begins on July 31, 2017 (9:00 a.m. IST) and ends on August 2, 2017 (5:00 p.m. IST). During this period, Member(s) of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. July 28, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii) The Members should log on to the e-voting website www.evotingindia.com.

iii) Click on "Shareholders" / "Members".

iv) Now Enter your User ID,

i. For CDSL: 16 digits beneficiary ID,

ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.

v) Next enter the Image Verification as displayed and Click on Login.

vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. ● If both the details are not recorded with the Depository or Company, please enter the Member's ID / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii) After entering these details appropriately, click on "SUBMIT" tab.

ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that

company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi) Click on the EVSN for "Cummins India Limited" on which you choose to vote.

xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.

xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.

xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix) Note for Non–Individual Shareholders and Custodians

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

r. General:

i) The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of July 28, 2017.

ii) A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be eligible to vote again at the AGM.

iii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.

iv) The Chairman shall, at the end of discussion on the resolutions on which voting is to be held at the AGM, call for voting with the assistance of scrutinizer, by use of ballot paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. In case of any queries or grievances regarding e-voting, the Members may:

- contact Mr. Ashish Jain, Cummins India Limited, Pune (email: ashish.jain.k@cummins.com)

OR

- refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under 'Help' section or write an email to helpdesk.evoting@cdslindia.com.

v) Mr. S. V. Deulkar, Partner (Membership No. FCS 1321 CP No. 965) of SVD & Associates, Company Secretaries, Pune, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

vi) The result shall be declared by the Company within forty-eight hours from conclusion of the meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at http://www.cumminsindia.com/investors/notices immediately after the result is declared by the Chairman and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited where equity shares of the Company are listed.

s. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

t. In case of Joint Shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

u. The Members are requested to carry their valid photo identity proof along with the attendance slip for verification purpose.

v. Route map to reach the venue of the AGM is attached to the Notice.

ANNEXURE TO THE NOTICE

Information with respect to Item Nos. 4 to 6 of the Notice as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to Item Nos. 7 to 10 of the Notice.

Item No. 4

Re-appointment of Ms. Suzanne Wells

Ms. Suzanne Wells joined the Board of Cummins India Limited on August 22, 2014. Ms. Wells has completed her Bachelors in Industrial and Systems Engineering from the Ohio State University and Masters in Business Administration from the Kelley School of Business - Indiana University. In addition to her expertise in marketing and sales, her additional functional expertise lies in manufacturing, quality, purchasing, finance and general management. Ms. Wells does not hold any shares in the Company and is not related with any other Director of the Company. Ms. Wells does not hold any directorship or membership of Committees of the Board of Directors of any other company, except Cummins India Limited.

The Company has received the following documents in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013, from Ms. Wells:

(i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; and

(ii) intimation in Form DIR-8.

For Ms. Wells' attendance at the meetings of the Board of Directors, Members may refer to the Corporate Governance Report appended as Annexure '4' to the Directors' Report for Financial Year 2016-17.

Except Ms. Wells, no other Director or Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Members' approval is solicited for the resolution at Item No. 4 of the accompanying Notice.

Item No. 5

Ratification of Appointment of Statutory Auditors

The Members of the Company have appointed M/s. S R B C & CO LLP, Chartered Accountants (Firm Registration No. 324982E), as the Statutory Auditors of the Company from the conclusion of 55th Annual General Meeting until the conclusion of the 60th Annual General Meeting. Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the appointment of Statutory Auditors shall be subject to ratification by the Members at every Annual General Meeting of the Company. In accordance with Section 139 of the Act, M/s. S R B C & CO LLP, Chartered Accountants, have certified that they are eligible to be appointed as the Statutory Auditors of the Company and they satisfy the criteria as provided in Section 141 of the Act. The certificate is available for inspection of the Members at the Registered Office of the Company during business hours on any working day.

No Director or Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Members' approval is solicited for the resolution at Item No. 5 of the accompanying Notice.

Item No. 6

Appointment of Mr. Norbert Nusterer as a Director

The Board of Directors appointed Mr. Norbert Nusterer (DIN: 07640359) as an Additional Director with effect from October 26, 2016, under Article 110 of the Articles of Association of the Company. Under Section 161 of the Companies Act, 2013, Mr. Nusterer holds office of the Additional Director till the date of the forthcoming Annual General Meeting. A notice has been

received from a Member, as required under Section 160 of the Companies Act, 2013, along with required deposit of ₹ 100,000 (Rupees One Lac), proposing the candidature of Mr. Nusterer for office of the Director.

Mr. Nusterer is Vice President – Cummins Inc., USA and President of the Power Systems business, which comprises power generation products, large industrial engines and aftermarket activities associated with both. Most recently, Mr. Nusterer served as the Vice President of Supply Chain Operations and Parts, where he drove a comprehensive integration of Cummins' global supply chain activities. Under his leadership, his team doubled the size of Cummins' service parts and remanufacturing businesses and transformed them into a global shared service organization supporting all four Cummins global businesses. Mr. Nusterer holds a Bachelor's Degree in Business Administration from Vienna University of Economics and a Master's Degree in Business Administration from the University of Michigan in Ann Arbor, Michigan, United States. Mr. Nusterer does not hold any shares in the Company and is not related with any other Director of the Company. Mr. Nusterer does not hold any directorship or membership of Committees of the Board of Directors of any other company, except Cummins India Limited and Hyundai-Cummins Engine Company.

The Company has received the following documents from Mr. Nusterer, in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013:

(i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; and

(ii) intimation in Form DIR-8.

For Mr. Nusterer's attendance at the meetings of the Board, Members may refer to the Corporate Governance Report appended as Annexure '4' to the Directors' Report for Financial Year 2016-17.

Except Mr. Nusterer, no other Director or Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Members' approval is solicited for the resolution at Item No. 6 of the accompanying Notice.

Item No. 7

Ratification of Remuneration to Cost Auditor

The Board of Directors of the Company on the recommendation of the Audit and Risk Management Committee, have approved the appointment of M/s. Ajay Joshi and Associates, Pune, to conduct the audit of the cost records of the Company for the Financial Year 2017-18 at the remuneration not exceeding ₹ 950,000/- (Rupees Nine Lacs and Fifty Thousand only) plus applicable taxes and re-imbursement of out of pocket expenses.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company.

The Board is of the opinion that the fees quoted by M/s. Ajay Joshi and Associates, Pune, are reasonable and in line with the rates prevailing in the market for the similar assignment.

No Director or Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Members' approval is solicited for the resolution at Item No. 7 of the accompanying Notice.

Item Nos. 8 and 9

Related Party Transactions of material nature

Under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Shareholders through resolution. The said Regulation further provides a definition of the term 'Material' as follows:

"A transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company."

As a part of its regular business, the Company sells the internal combustion engines and their parts and accessories, etc. to Cummins Limited, UK at an arm's length basis under the purchase orders raised from time to time and in the Financial Year 2017-18, the aggregate value of these transactions is likely to be around ₹ 120,000 Lacs ("Cummins on-going transaction"). It may be noted that during the Financial Year 2016-17, the total consolidated turnover of the Company was ₹ 533,897 Lacs and that the Company had transactions with Cummins Limited, UK of ₹ 60,812 Lacs (i.e. 11.39%).

Further, as a part of its regular business, the Company purchases B and L series internal combustion engines, their parts and accessories, etc. from Tata Cummins Private Limited, Jamshedpur ('TCPL') at an arm's length basis under the purchase orders raised from time to time and in the Financial Year 2017-18, the aggregate value of these transactions is likely to be around ₹ 125,000 Lacs ("TCPL on-going transaction"). It may be noted that during the Financial Year 2016-17, the total consolidated turnover of the Company was ₹ 533,897 Lacs and that the Company had transactions with TCPL of ₹ 78,159 Lacs (i.e. 14.64%).

Similar trend of transactions with Cummins Limited, UK and TCPL is expected in the current year.

Cummins Limited, UK is a subsidiary of Cummins Inc., USA which is the holding company of the Company. TCPL is a 50:50 joint venture company between Cummins Inc., USA and Tata Motors Limited, India.

Mr. Anant J. Talaulicar, Chairman & Managing Director (also, the Key Managerial Personnel as per Section 203 of the Companies Act, 2013) of the Company is also the Managing Director of TCPL. Mr. Rajiv Batra, Chief Financial Officer (also, the Key Managerial Personnel as per Section 203 of the Companies Act, 2013) of the Company is also a Director of TCPL.

Neither Mr. Talaulicar nor Mr. Batra or any of their relatives hold any shares in the Company, Cummins Limited, UK or TCPL.

The Audit and Risk Management Committee of the Board of Directors of the Company reviewed the Cummins on-going transactions and TCPL on-going transactions and recommended the same for approval by the Board of Directors and Members of the Company at their meeting held on May 18, 2017. The Board of Directors also at their meeting held on May 18, 2017 reviewed the Cummins on-going transactions and TCPL on-going transactions and proposed the same to be placed before the Members for their approval.

The Members' approval to the above material related party transactions is sought in terms of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. Anant J. Talaulicar, Chairman & Managing Director and Mr. Rajiv Batra, Chief Financial Officer being interested in the TCPL on-going transactions at Item No. 9 as Directors of TCPL, no other Director, Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 8 & 9 of the Notice.

The Members' approval is solicited for the resolutions at Item Nos. 8 & 9 of the accompanying Notice.

Item No. 10

Payment of commission to Independent Non-Executive Directors

Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 require the Board of Directors of the Company to recommend all fees or compensation, if any, payable to Non-Executive Directors, including Independent Directors and seek approval of Members in the general meeting.

Section 197(7) of the Act further provides that Independent Directors may receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board and other meetings and profit related to commission as may be approved by the Members.

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, subject to the approval of Members of the Company, have approved the payment of Commission to Independent Non-Executive Directors upto an aggregate of 1% of the net profits of the Company for each financial year, to be calculated in accordance with Section 198 of the Act.

The said remuneration to Independent Non-Executive Directors shall be in addition to the sitting fee payable to them for attending meetings of the Board and Committees thereof.

Except Mr. Nasser Munjee, Mr. P. S. Dasgupta, Mr. Prakash Telang, Mr. Rajeev Bakshi and Mr. Venu Srinivasan, no other Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

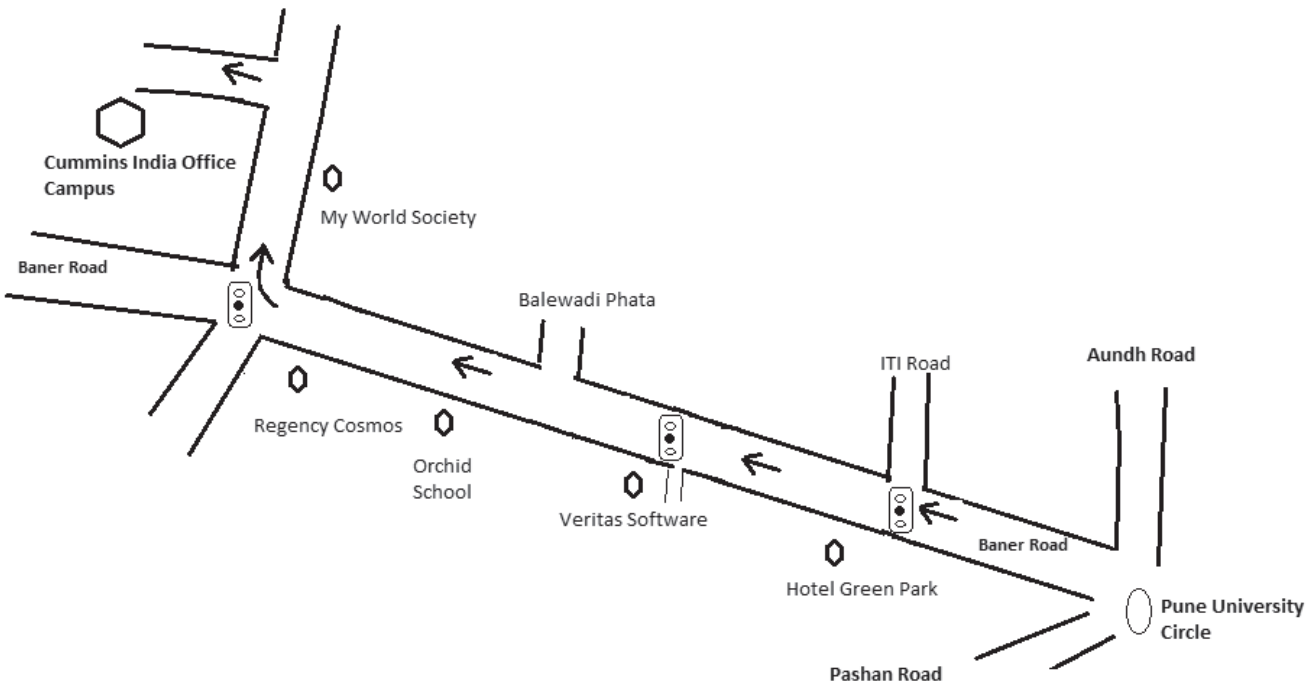
The Members' approval is solicited for the resolution at Item No. 10 of the accompanying Notice.

By Order of the Board,
For Cummins India Limited,

K. Venkata Ramana
Group Vice President-Legal & Company Secretary
Membership No. : FCS4138

Place : Pune
Date : June 29, 2017

Route map for the venue of the AGM



(Map not to scale)

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and
the Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Cummins India Limited

Registered Office: Cummins India Office Campus, Tower A, 5th Floor,
Survey No. 21, Balewadi, Pune 411045
(CIN : L29112PN1962PLC012276)
Telephone : 020 67067000 Fax : 020 67067015
Website : www.cumminsindia.com
E-mail : cil.investors@notes.cummins.com

Name of the member (s) : _____

Registered address : _____

E-mail Id : _____

Folio No. / DP ID - Client ID : | | | | | | | | | | | | | | | | |

I/We, being the member(s) holding _____ shares of the above named Company, hereby appoint

Name : _____ E-mail : _____

Address : _____ Signature : _____

or failing him/her

Name : _____ E-mail : _____

Address : _____ Signature : _____

or failing him/her

Name : _____ E-mail : _____

Address : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 56th Annual General Meeting of the Company to be held on Thursday, August 3, 2017 at 12.00 noon at the Multifunctional Hall, Cummins India Office Campus, Survey No. 21, Balewadi, Pune 411 045, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Vote (Optional see Note 3)* (Please mention no. of shares)		
		For	Against	Abstain
	ORDINARY BUSINESS			
1.	Adoption of the audited standalone financial statement of the Company for the Financial Year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.			
2.	Adoption of the audited consolidated financial statement of the Company for the Financial Year ended March 31, 2017 and the reports of the Auditors thereon.			

Sr. No.	Resolutions	Vote (Optional see Note 3)* (Please mention no. of shares)		
		For	Against	Abstain
3.	Approval of Final Dividend for the Financial Year ended March 31, 2017 and to ratify the Interim Dividend declared by the Board of Directors.			
4.	Appointment of a director in place of Ms. Suzanne Wells (DIN: 06954891), who retires by rotation and being eligible, seeks re-appointment.			
5.	Ratification of appointment of Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of Company's next Annual General Meeting.			
	SPECIAL BUSINESS			
6.	Appointment of Mr. Norbert Nusterer (DIN: 07640359) as a Director.			
7.	Ratification of remuneration payable to the Cost Auditors of the Company for the Financial Year 2017-18.			
8.	Approval on material related party transaction with Cummins Limited, UK.			
9.	Approval on material related party transaction with Tata Cummins Private Limited.			
10.	Payment of commission to Independent Non-Executive Directors of the Company.			

Signed this _____ day of _____ 2017.

Please affix revenue stamp of not less than ₹ 1/-

Signature of the member

Signature of the proxy holder(s)

Note :

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, explanatory statement and notes, please refer to Notice of the 56th Annual General Meeting.
3. *It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.